

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re :

LEHMAN BROTHERS HOLDINGS INC., *et al.*, :

Debtors. :

Chapter 11 Case No.

08-13555 (JMP)

(Jointly Administered)
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**SUPPLEMENTAL AFFIDAVIT AND DISCLOSURE STATEMENT OF
DUNCAN DARROW ON BEHALF OF SIDLEY AUSTIN LLP**

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

Duncan Darrow, being duly sworn, upon his oath, deposes and says:

1. I am a partner of Sidley Austin LLP, located at 787 Seventh Avenue, New York, New York (the "Firm").

2. On December 3, 2008, I executed an Affidavit and Disclosure Statement (the "Affidavit") in support of Debtors' retention of the Firm as ordinary course professionals and submitted that Affidavit and a completed Retention Questionnaire (the "Questionnaire") to the Debtors' bankruptcy counsel, to be filed with the Court in accordance with the procedures set forth in the order entered November 5, 2008 authorizing the Debtors to employ professionals utilized in the ordinary course of business [Docket No. 1394]. The Debtors subsequently filed the Affidavit and Questionnaire with the Court on December 4, 2008 [Docket No. 2061].

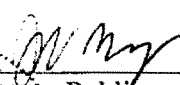
3. This Affidavit (the "Supplemental Affidavit") supplements the previous Affidavit, and to the extent it contradicts the Affidavit, supersedes the previous Affidavit.

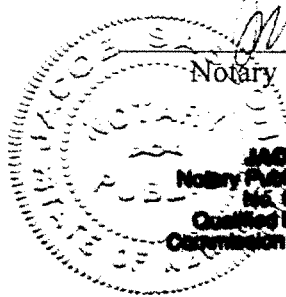
4. To the best of my knowledge, I recently learned that the Firm is currently engaged in providing legal services to at least five non-Debtor affiliates, in particular Lehman ABS Corp., Lehman ALI, Inc., LB South Kohala LLC, Kealia Mezz Holdings LLC and Lehman Brothers Real Estate Japan Limited/Sunrise Finance Co. From time to time, the Firm may be engaged to provide legal services to other non-Debtor affiliates, and in such circumstances, the Firm will further supplement the Affidavit.

By: 

Duncan Darrow

Subscribed and sworn to before me
this 10 day of January, 2009


Notary Public


JACOB ROSEN
Notary Public, State of New York
No. 02246105234
Qualified in New York County
Commission Expires May 31, 2011